

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Print and Read CAREFULLY)  
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 05:13 PM 06/06/2004  
INITIAL FILING # 2008 19523

SRV: 080671947

THE ABOVE SPACE IS FOR FILER OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (do not file) - do not abbreviate or use initials

1a. ORGANIZATION'S NAME

**GMAC Mortgage, LLC**

OR 1b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

STATE

1c. MAILING ADDRESS

**1100 Virginia Drive**

CITY

**Fort Washington**

STATE

**PA 19034-3200**

COUNTRY

**USA**

1d. EIN (optional)

1e. TYPE OF ORGANIZATION

**LLC**

1f. JURISDICTION OF ORGANIZATION

**DELAWARE**

1g. ORGANIZATIONAL ID # (if any)

☐ None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (do not file) - do not abbreviate or use initials

2a. ORGANIZATION'S NAME

OR 2b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

STATE

2c. MAILING ADDRESS

CITY

STATE

**PA 19034-3200**

COUNTRY

**USA**

2d. EIN (optional)

2e. TYPE OF ORGANIZATION

**LLC**

2f. JURISDICTION OF ORGANIZATION

**DELAWARE**

2g. ORGANIZATIONAL ID # (if any)

☐ None

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNOR of Assignor (s)) - Insert only one secured party name (do not file)

3a. ORGANIZATION'S NAME

**Wells Fargo Bank, N.A., as Second Priority Collateral Agent**

OR 3b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

STATE

3c. MAILING ADDRESS

**625 Minnesota Avenue**

CITY

**Minneapolis**

STATE

**MN 55478**

COUNTRY

**USA**

4. This FINANCING STATEMENT covers the following collateral:

**All assets of the debtor now owned or hereafter acquired and wherever located.**

5. ALTERNATIVE DISPOSITION BY ASSIGNMENT	6. ASSIGNMENT	7. COVENANTS OF ASSIGNOR	8. ASSIGNOR'S	9. RELATIONSHIP	10. ASSIGNOR'S	11. ASSIGNOR'S
12. ASSIGNOR'S	13. ASSIGNOR'S	14. ASSIGNOR'S	15. ASSIGNOR'S	16. ASSIGNOR'S	17. ASSIGNOR'S	18. ASSIGNOR'S

Delaware Secretary of State 730556/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2003)

00029857

DELAWARE DEPARTMENT OF ST.  
U.C.C. FILING SECTION  
FILED 05:13 PM 06/06/2008  
INITIAL FILING # 2008 1992

SRV: 080671949

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Read and Sign) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

THE ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - exact only copy debtor name (do not abbreviate or shorten names)

(a) DEBTOR'S NAME

OR Residential Capital, LLC

(b) DEBTOR'S LAST NAME

FIRST NAME

LAST NAME

SUFFIX

12. MAILING ADDRESS

One Meridian Crossings, Suite 100

CITY

Minneapolis

STATE

POSTAL CODE

55423-3840

COUNTRY

USA

13. SET IDENTIFIERS

14. DEBTOR'S TYPE OF ORGANIZATION

DEBTOR'S ORGANIZATION

LLC

15. JURISDICTION OF ORGANIZATION

DELAWARE

16. ORGANIZATION'S U.S. ID #

None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - exact only copy debtor name (do not abbreviate or shorten names)

(a) DEBTOR'S NAME

OR

(b) DEBTOR'S LAST NAME

FIRST NAME

LAST NAME

SUFFIX

12. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

13. SET IDENTIFIERS

14. DEBTOR'S TYPE OF ORGANIZATION

DEBTOR'S ORGANIZATION

15. JURISDICTION OF ORGANIZATION

16. ORGANIZATION'S U.S. ID #

None

3. SECURED PARTY'S NAME (do not abbreviate or shorten names) - exact only copy secured party name (do not abbreviate or shorten names)

(a) SECURED PARTY'S NAME

OR Wells Fargo Bank, N.A., as Second Priority Collateral Agent

(b) SECURED PARTY'S LAST NAME

FIRST NAME

LAST NAME

SUFFIX

12. MAILING ADDRESS

630 Marquette Avenue

CITY

Minneapolis

STATE

POSTAL CODE

MN 55479

COUNTRY

USA

4. This financing statement covers the following collateral:

All assets of the debtor now owned or hereafter acquired and wherever located.

5. ALTERNATIVE ORGANIZATION OF DEBTOR	6. DEBTOR'S PHONE	7. DEBTOR'S ADDRESS	8. DEBTOR'S CITY	9. DEBTOR'S STATE	10. DEBTOR'S COUNTRY	11. DEBTOR'S U.S. ID #	12. DEBTOR'S U.S. ID #
13. DEBTOR'S TYPE OF ORGANIZATION	14. DEBTOR'S ORGANIZATION	15. JURISDICTION OF ORGANIZATION	16. ORGANIZATION'S U.S. ID #	17. SECURED PARTY'S NAME	18. SECURED PARTY'S LAST NAME	19. SECURED PARTY'S CITY	20. SECURED PARTY'S STATE
21. SECURED PARTY'S U.S. ID #	22. SECURED PARTY'S U.S. ID #	23. SECURED PARTY'S U.S. ID #	24. SECURED PARTY'S U.S. ID #	25. SECURED PARTY'S U.S. ID #	26. SECURED PARTY'S U.S. ID #	27. SECURED PARTY'S U.S. ID #	28. SECURED PARTY'S U.S. ID #

Delaware Secretary of State

730689/4A

FILER'S OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2009)

00029858

## B. SAAD ACTION/DOMESTIC TO: (Name and Address)

SRV: 000671953

THIS ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. *Journal of the American Medical Association*, 1997; 277: 1033-1037.

1

**Conclusion**

**All assets of the debtor now owned or hereafter acquired and wherever located.**

730567/4A

0002986J

[REDACTED]  
[REDACTED]  
[REDACTED]

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (SEE BACK) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (Indicate)

B. SIGN ACKNOWLEDGMENT TO: (Name and Address)

[REDACTED]

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 05:13 PM 06/06/2001  
INITIAL FILING # 2000 19521

SRV: 080671931

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (Do not list all corporate or operating names)

1a. Debtor's Name <b>GMAC-RFC Holding Company, LLC</b>				
OR	1b. Debtor's State Name	1c. First Name	1d. Middle Name	1e. Suffix
1f. Mailing Address <b>One Meridian Crossings, Suite 100</b>		1g. City <b>Minneapolis</b>	1h. State <b>MIN</b>	1i. Postal Code <b>55433</b>
		1j. Country <b>USA</b>		
1k. SEC TYPE/ROLE	1l. TYPE OF ORGANIZATION	1m. JURISDICTION OF ORGANIZATION	1n. ORGANIZATION IS A, B OR C	
	<b>LLC</b>	<b>DELAWARE</b>	<input type="checkbox"/> None	

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (Do not list all corporate or operating names)

2a. Debtor's Name				
OR	2b. Debtor's State Name	2c. First Name	2d. Middle Name	2e. Suffix
2f. Mailing Address		2g. City	2h. State	2i. Postal Code
		2j. Country		
2k. SEC TYPE/ROLE	2l. TYPE OF ORGANIZATION	2m. JURISDICTION OF ORGANIZATION	2n. ORGANIZATION IS A, B OR C	
			<input type="checkbox"/> None	

3. SECURED PARTY'S NAME (or listed as "Holder" or "Assignee" of a security interest) - Insert only one secured party name (Do not list all)

3a. Secured Party's Name <b>Wells Fargo Bank, N.A., as Second Priority Collateral Agent</b>				
OR	3b. Secured Party's State Name	3c. First Name	3d. Middle Name	3e. Suffix
3f. Mailing Address <b>630 Marquette Avenue</b>		3g. City <b>Minneapolis</b>	3h. State <b>MIN</b>	3i. Postal Code <b>55479</b>
		3j. Country <b>USA</b>		

4. THIS FINANCING STATEMENT covers the following collateral:

**All assets of the debtor now owned or hereafter acquired and wherever located.**

5. AS TRANSITIVE DESIGNATION IS APPLICABLE	6. RECORDS SECTION	7. COMMERCIAL CODE SECTION	8. BULK FILING SECTION	9. FILING NUMBER	10. FILING DATE	11. FILING TIME

Delaware Secretary of State

730572/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029860



**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Read and Sign CAREFULLY)  
A. NAME & PHONE OF CONTACT AT FILER (Optional)

B. SIGN ACKNOWLEDGMENT FOR (Name and Address)

DELAWARE DEPARTMENT OF ST  
U.C.C. FILING SECTION  
FILED 05:13 PM 04/06/2004  
INITIAL FILING # 2004 19921

SKV: 080671950

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME (Do not omit any words (Inc or Corp) or not abbreviate or provide names)

(a. TRADING NAME)

Homecomings Financial, LLC

OR (b. BUSINESS NAME)

(c. MAILING ADDRESS)

One Meridian Crossing, Suite 100

CITY

Minneapolis

STATE

MN

POSTAL CODE

55423

COUNTRY

USA

(d. TYPE OF ORGANIZATION)

LLC

(e. JURISDICTION OF ORGANIZATION)

DELAWARE

(f. ORGANIZATION'S EIN #)

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME (Do not omit any words (Inc or Corp) or not abbreviate or provide names)

(a. TRADING NAME)

OR (b. BUSINESS NAME)

(c. MAILING ADDRESS)

CITY

STATE

POSTAL CODE

COUNTRY

(d. TYPE OF ORGANIZATION)

LLC

(e. JURISDICTION OF ORGANIZATION)

DELAWARE

(f. ORGANIZATION'S EIN #)

3. SECURED PARTY'S NAME (For names of TOTAL Assignors of Rights/Power of Sale) (Do not omit any words (Inc or Corp) or not abbreviate or provide names)

(a. TRADING NAME)

Wells Fargo Bank, N.A., as Second Priority Collateral Agent

OR (b. BUSINESS NAME)

(c. MAILING ADDRESS)

620 Minneapolis Avenue

CITY

Minneapolis

STATE

MN

POSTAL CODE

55479

COUNTRY

USA

4. This Financing Statement covers the following collateral:

All assets of the debtor now owned or hereafter acquired and wherever located.

DELAWARE

5. ALTERNATIVE DISPOSITION (If applicable) 6. SECURED PARTY 7. COMMENCEMENT OF PROCEEDINGS 8. PUBLIC RECORD 9. DELINQUENCY 10. ASSET 11. NON-PAYMENT  
12. PUBLIC RECORD 13. ASSET 14. NON-PAYMENT 15. PUBLIC RECORD 16. DELINQUENCY 17. ASSET 18. NON-PAYMENT  
c. OPTIONAL PUBLIC RECORD DATA

Delaware Secretary of State

7306764A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029859

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 03:10 PM 06/06/2008  
INITIAL FILING # 2008 19534

SRV: 080671966

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS (Read and keep CAREFULLY)**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**B. SEND ACKNOWLEDGEMENT TO: (Name and Address)**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - (Insert only one debtor name (for or to) - do not abbreviate or omit any words)**

**1A. ORGANIZATION TYPE**

**RFC Asset Holdings II, LLC**

**OR 1B. INDIVIDUAL'S LAST NAME**

**FIRST NAME**

**MIDDLE NAME**

**SUFFIX**

**1C. MAILING ADDRESS**

**3983 Howard Hughes Parkway, Suite 250**

**CITY**

**STATE POSTAL CODE**

**COUNTRY**

**1D. TAX IDENTIFICATION**

**ALSO SEND BY ORGANIZATION OR INDIVIDUAL**

**1E. TYPE OF ORGANIZATION**

**1F. JURISDICTION OF ORGANIZATION**

**1G. ORGANIZATION OF U.S. only**

**Las Vegas**

**NV**

**89100**

**USA**

**DELAWARE**

☐ None

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (Insert only one debtor name (for or to) - do not abbreviate or omit any words)**

**2A. ORGANIZATION TYPE**

**OR 2B. INDIVIDUAL'S LAST NAME**

**FIRST NAME**

**MIDDLE NAME**

**SUFFIX**

**2C. MAILING ADDRESS**

**CITY**

**STATE POSTAL CODE**

**COUNTRY**

**2D. TAX IDENTIFICATION**

**ALSO SEND BY ORGANIZATION OR INDIVIDUAL**

**2E. TYPE OF ORGANIZATION**

**2F. JURISDICTION OF ORGANIZATION**

**2G. ORGANIZATION OF U.S. only**

☐ None

**3. SECOND PARTY'S NAME (or name of person, association or additional debt) - (Insert only one named party name (for or to))**

**3A. ORGANIZATION TYPE**

**Wells Fargo Bank, N.A., as Second Priority Collateral Agent**

**OR 3B. INDIVIDUAL'S LAST NAME**

**FIRST NAME**

**MIDDLE NAME**

**SUFFIX**

**3C. MAILING ADDRESS**

**625 Hennepin Avenue**

**CITY**

**Minneapolis**

**STATE**

**POSTAL CODE**

**COUNTRY**

**MN 55478**

**USA**

**4. The Acknowledged STN Number covers the following information:**

**See Exhibit A attached hereto, which is made a part hereof.**

**5. ALTERNATIVE ORGANIZATION OF DEBTOR** **6. ALTERNATIVE ORGANIZATION OF SECOND PARTY** **7. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **8. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **9. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **10. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **11. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **12. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **13. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **14. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **15. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **16. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **17. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **18. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **19. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **20. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **21. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **22. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **23. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **24. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **25. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **26. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **27. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **28. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **29. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **30. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **31. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **32. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **33. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **34. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **35. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **36. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **37. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **38. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **39. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **40. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **41. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **42. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **43. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **44. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **45. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **46. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **47. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **48. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **49. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **50. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **51. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **52. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **53. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **54. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **55. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **56. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **57. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **58. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **59. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **60. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **61. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **62. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **63. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **64. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **65. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **66. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **67. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **68. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **69. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **70. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **71. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **72. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **73. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **74. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **75. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **76. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **77. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **78. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **79. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **80. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **81. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **82. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **83. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **84. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **85. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **86. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **87. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **88. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **89. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **90. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **91. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **92. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **93. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **94. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **95. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **96. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **97. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **98. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **99. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT** **100. ALTERNATIVE ORGANIZATION OF ADDITIONAL DEBT**

**Delaware Secretary of State**

**730611/4A**

**FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2006)**

**00029865**

DELAWARE DEPARTMENT OF ST  
U.C.C. FILING SECTION  
FILED 03:10 PM 04/04/2004  
INITIAL FILING # 2000 1932

SRV: 080671969

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS (front and back) CAREFULLY**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**B. MAIL ADDRESS**

**C. MAIL ADDRESS**

**D. MAIL ADDRESS**

**E. MAIL ADDRESS**

**F. MAIL ADDRESS**

**G. MAIL ADDRESS**

**H. MAIL ADDRESS**

**I. MAIL ADDRESS**

**J. MAIL ADDRESS**

**K. MAIL ADDRESS**

**L. MAIL ADDRESS**

**M. MAIL ADDRESS**

**N. MAIL ADDRESS**

**O. MAIL ADDRESS**

**P. MAIL ADDRESS**

**Q. MAIL ADDRESS**

**R. MAIL ADDRESS**

**S. MAIL ADDRESS**

**T. MAIL ADDRESS**

**U. MAIL ADDRESS**

**V. MAIL ADDRESS**

**W. MAIL ADDRESS**

**X. MAIL ADDRESS**

**Y. MAIL ADDRESS**

**Z. MAIL ADDRESS**

**AA. MAIL ADDRESS**

**AB. MAIL ADDRESS**

**AC. MAIL ADDRESS**

**AD. MAIL ADDRESS**

**AE. MAIL ADDRESS**

**AF. MAIL ADDRESS**

**AG. MAIL ADDRESS**

**AH. MAIL ADDRESS**

**AI. MAIL ADDRESS**

**AJ. MAIL ADDRESS**

**AK. MAIL ADDRESS**

**AL. MAIL ADDRESS**

**AM. MAIL ADDRESS**

**AN. MAIL ADDRESS**

**AO. MAIL ADDRESS**

**AP. MAIL ADDRESS**

**AQ. MAIL ADDRESS**

**AR. MAIL ADDRESS**

**AS. MAIL ADDRESS**

**AT. MAIL ADDRESS**

**AU. MAIL ADDRESS**

**AV. MAIL ADDRESS**

**AW. MAIL ADDRESS**

**AX. MAIL ADDRESS**

**AY. MAIL ADDRESS**

**AZ. MAIL ADDRESS**

**BA. MAIL ADDRESS**

**BB. MAIL ADDRESS**

**BC. MAIL ADDRESS**

**BD. MAIL ADDRESS**

**BE. MAIL ADDRESS**

**BF. MAIL ADDRESS**

**BG. MAIL ADDRESS**

**BH. MAIL ADDRESS**

**BI. MAIL ADDRESS**

**BJ. MAIL ADDRESS**

**BK. MAIL ADDRESS**

**BL. MAIL ADDRESS**

**BM. MAIL ADDRESS**

**BN. MAIL ADDRESS**

**BO. MAIL ADDRESS**

**BP. MAIL ADDRESS**

**BQ. MAIL ADDRESS**

**BR. MAIL ADDRESS**

**BS. MAIL ADDRESS**

**BT. MAIL ADDRESS**

**BU. MAIL ADDRESS**

**BV. MAIL ADDRESS**

**BW. MAIL ADDRESS**

**BY. MAIL ADDRESS**

**BZ. MAIL ADDRESS**

**CA. MAIL ADDRESS**

**CB. MAIL ADDRESS**

**CC. MAIL ADDRESS**

**CD. MAIL ADDRESS**

**CE. MAIL ADDRESS**

**CF. MAIL ADDRESS**

**CG. MAIL ADDRESS**

**CH. MAIL ADDRESS**

**CI. MAIL ADDRESS**

**CJ. MAIL ADDRESS**

**CK. MAIL ADDRESS**

**CL. MAIL ADDRESS**

**CM. MAIL ADDRESS**

**CN. MAIL ADDRESS**

**CO. MAIL ADDRESS**

**CP. MAIL ADDRESS**

**CQ. MAIL ADDRESS**

**CR. MAIL ADDRESS**

**CS. MAIL ADDRESS**

**CT. MAIL ADDRESS**

**CU. MAIL ADDRESS**

**CV. MAIL ADDRESS**

**CW. MAIL ADDRESS**

**CX. MAIL ADDRESS**

**CY. MAIL ADDRESS**

**CZ. MAIL ADDRESS**

**DA. MAIL ADDRESS**

**DB. MAIL ADDRESS**

**DC. MAIL ADDRESS**

**DD. MAIL ADDRESS**

**DE. MAIL ADDRESS**

**DF. MAIL ADDRESS**

**DG. MAIL ADDRESS**

**DH. MAIL ADDRESS**

**DI. MAIL ADDRESS**

**DJ. MAIL ADDRESS**

**DK. MAIL ADDRESS**

**DL. MAIL ADDRESS**

**DM. MAIL ADDRESS**

**DN. MAIL ADDRESS**

**DO. MAIL ADDRESS**

**DP. MAIL ADDRESS**

**DQ. MAIL ADDRESS**

**DR. MAIL ADDRESS**

**DS. MAIL ADDRESS**

**DT. MAIL ADDRESS**

**DU. MAIL ADDRESS**

**DV. MAIL ADDRESS**

**DW. MAIL ADDRESS**

**DX. MAIL ADDRESS**

**DY. MAIL ADDRESS**

**DZ. MAIL ADDRESS**

**EA. MAIL ADDRESS**

**EB. MAIL ADDRESS**

**EC. MAIL ADDRESS**

**ED. MAIL ADDRESS**

**EE. MAIL ADDRESS**

**EF. MAIL ADDRESS**

**EG. MAIL ADDRESS**

**EH. MAIL ADDRESS**

**EI. MAIL ADDRESS**

**EJ. MAIL ADDRESS**

**EK. MAIL ADDRESS**

**EL. MAIL ADDRESS**

**EM. MAIL ADDRESS**

**EN. MAIL ADDRESS**

**EO. MAIL ADDRESS**

**EP. MAIL ADDRESS**

**EQ. MAIL ADDRESS**

**ER. MAIL ADDRESS**

**ES. MAIL ADDRESS**

**ET. MAIL ADDRESS**

**EU. MAIL ADDRESS**

**EV. MAIL ADDRESS**

**EW. MAIL ADDRESS**

**EX. MAIL ADDRESS**

**EY. MAIL ADDRESS**

**EZ. MAIL ADDRESS**

**FA. MAIL ADDRESS**

**FB. MAIL ADDRESS**

**FC. MAIL ADDRESS**

**FD. MAIL ADDRESS**

**FE. MAIL ADDRESS**

**FF. MAIL ADDRESS**

**FG. MAIL ADDRESS**

**FH. MAIL ADDRESS**

**FI. MAIL ADDRESS**

**FJ. MAIL ADDRESS**

**FK. MAIL ADDRESS**

**FL. MAIL ADDRESS**

**FM. MAIL ADDRESS**

**FN. MAIL ADDRESS**

**FO. MAIL ADDRESS**

**FP. MAIL ADDRESS**

**FQ. MAIL ADDRESS**

**FR. MAIL ADDRESS**

**FS. MAIL ADDRESS**

**FT. MAIL ADDRESS**

**FU. MAIL ADDRESS**

**FV. MAIL ADDRESS**

**FW. MAIL ADDRESS**

**FX. MAIL ADDRESS**

**FY. MAIL ADDRESS**

**FZ. MAIL ADDRESS**

**GA. MAIL ADDRESS**

**GB. MAIL ADDRESS**

**GC. MAIL ADDRESS**

**GD. MAIL ADDRESS**

**GE. MAIL ADDRESS**

**GF. MAIL ADDRESS**

**GG. MAIL ADDRESS**

**GH. MAIL ADDRESS**

**GI. MAIL ADDRESS**

**GJ. MAIL ADDRESS**

**GK. MAIL ADDRESS**

**GL. MAIL ADDRESS**

**GM. MAIL ADDRESS**

**GN. MAIL ADDRESS**

**GO. MAIL ADDRESS**

**GP. MAIL ADDRESS**

**GQ. MAIL ADDRESS**

**GR. MAIL ADDRESS**

**GS. MAIL ADDRESS**

**GT. MAIL ADDRESS**

**GU. MAIL ADDRESS**

**GV. MAIL ADDRESS**

**GW. MAIL ADDRESS**

**GX. MAIL ADDRESS**

**GY. MAIL ADDRESS**

**GZ. MAIL ADDRESS**

**HA. MAIL ADDRESS**

**HB. MAIL ADDRESS**

**HC. MAIL ADDRESS**

**HD. MAIL ADDRESS**

**HE. MAIL ADDRESS**

**HF. MAIL ADDRESS**

**HG. MAIL ADDRESS**

**HH. MAIL ADDRESS**

**HI. MAIL ADDRESS**

**HJ. MAIL ADDRESS**

**HK. MAIL ADDRESS**

**HL. MAIL ADDRESS**

**HM. MAIL ADDRESS**

**HN. MAIL ADDRESS**

**HO. MAIL ADDRESS**

**HP. MAIL ADDRESS**

**HQ. MAIL ADDRESS**

**HR. MAIL ADDRESS**

**HS. MAIL ADDRESS**

**HT. MAIL ADDRESS**

**HU. MAIL ADDRESS**

**HV. MAIL ADDRESS**

**HW. MAIL ADDRESS**

**HX. MAIL ADDRESS**

**HY. MAIL ADDRESS**

**HZ. MAIL ADDRESS**

**IA. MAIL ADDRESS**

**IB. MAIL ADDRESS**

**IC. MAIL ADDRESS**

**ID. MAIL ADDRESS**

**IE. MAIL ADDRESS**

**IF. MAIL ADDRESS**

**IG. MAIL ADDRESS**

**IH. MAIL ADDRESS**

**II. MAIL ADDRESS**

**IJ. MAIL ADDRESS**

**IK. MAIL ADDRESS**

**IL. MAIL ADDRESS**

**IM. MAIL ADDRESS**

**IN. MAIL ADDRESS**

**IO. MAIL ADDRESS**

**IP. MAIL ADDRESS**

**IQ. MAIL ADDRESS**

**IR. MAIL ADDRESS**

**IS. MAIL ADDRESS**

**IT. MAIL ADDRESS**

**IU. MAIL ADDRESS**

**IV. MAIL ADDRESS**

**IW. MAIL ADDRESS**

**IX. MAIL ADDRESS**

**IY. MAIL ADDRESS**

**IZ. MAIL ADDRESS**

# UCC FINANCING STATEMENT

READ INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:23 PM 06/06/2008  
INITIAL FILING # 2008 195424

SRV: 080672392

THIS ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (1a or 1b) - do not abbreviate or condense names

1a. ORGANIZATION'S NAME

Residential Funding Company, LLC

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS

One Meridian Crossings, Suite 100

1d. CITY/STATE

1e. TYPE OF ORGANIZATION

1f. JURISDICTION OF ORGANIZATION

1g. CHECK ALL THAT APPLY

1h. DEBTOR'S PHONE

1i. DEBTOR'S FAX

1j. DEBTOR'S E-MAIL

1k. DEBTOR'S FILING NUMBER

1l. DEBTOR'S FILING DATE

1m. DEBTOR'S FILING TIME

1n. DEBTOR'S FILING LOCATION

1o. DEBTOR'S FILING METHOD

1p. DEBTOR'S FILING STATUS

1q. DEBTOR'S FILING TYPE

1r. DEBTOR'S FILING CATEGORY

1s. DEBTOR'S FILING SUBCATEGORY

1t. DEBTOR'S FILING SUBSUBCATEGORY

1u. DEBTOR'S FILING SUBSUBSUBCATEGORY

1v. DEBTOR'S FILING SUBSUBSUBSUBCATEGORY

1w. DEBTOR'S FILING SUBSUBSUBSUBSUBCATEGORY

1x. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBCATEGORY

1y. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBCATEGORY

1z. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1aa. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ab. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ac. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ad. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ae. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1af. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ag. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ah. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ai. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1aj. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1ak. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

1al. DEBTOR'S FILING SUBCATEGORY

1am. DEBTOR'S FILING SUBCATEGORY

1an. DEBTOR'S FILING SUBCATEGORY

1ao. DEBTOR'S FILING SUBCATEGORY

1ap. DEBTOR'S FILING SUBCATEGORY

1aq. DEBTOR'S FILING SUBCATEGORY

1ar. DEBTOR'S FILING SUBCATEGORY

1as. DEBTOR'S FILING SUBCATEGORY

1at. DEBTOR'S FILING SUBCATEGORY

1au. DEBTOR'S FILING SUBCATEGORY

1av. DEBTOR'S FILING SUBCATEGORY

1aw. DEBTOR'S FILING SUBCATEGORY

1ax. DEBTOR'S FILING SUBCATEGORY

1ay. DEBTOR'S FILING SUBCATEGORY

1az. DEBTOR'S FILING SUBCATEGORY

1ba. DEBTOR'S FILING SUBCATEGORY

1bb. DEBTOR'S FILING SUBCATEGORY

1bc. DEBTOR'S FILING SUBCATEGORY

1bd. DEBTOR'S FILING SUBCATEGORY

1be. DEBTOR'S FILING SUBCATEGORY

1bf. DEBTOR'S FILING SUBCATEGORY

1bg. DEBTOR'S FILING SUBCATEGORY

1bh. DEBTOR'S FILING SUBCATEGORY

1bi. DEBTOR'S FILING SUBCATEGORY

1bj. DEBTOR'S FILING SUBCATEGORY

1bk. DEBTOR'S FILING SUBCATEGORY

1bl. DEBTOR'S FILING SUBCATEGORY

1bm. DEBTOR'S FILING SUBCATEGORY

1bn. DEBTOR'S FILING SUBCATEGORY

1bo. DEBTOR'S FILING SUBCATEGORY

1bp. DEBTOR'S FILING SUBCATEGORY

1bq. DEBTOR'S FILING SUBCATEGORY

1br. DEBTOR'S FILING SUBCATEGORY

1bs. DEBTOR'S FILING SUBCATEGORY

2. SECURED PARTY'S NAME (to include all names of parties to the financing agreement) - Insert only one secured party name (2a or 2b)

2a. ORGANIZATION'S NAME

Wells Fargo Bank, N.A., as Third Priority Collateral Agent

OR 2b. INDIVIDUAL'S LAST NAME

2c. MAILING ADDRESS

2d. CITY/STATE

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. CHECK ALL THAT APPLY

2h. DEBTOR'S PHONE

2i. DEBTOR'S FAX

2j. DEBTOR'S E-MAIL

2k. DEBTOR'S FILING NUMBER

2l. DEBTOR'S FILING DATE

2m. DEBTOR'S FILING TIME

2n. DEBTOR'S FILING LOCATION

2o. DEBTOR'S FILING METHOD

2p. DEBTOR'S FILING STATUS

2q. DEBTOR'S FILING TYPE

2r. DEBTOR'S FILING CATEGORY

2s. DEBTOR'S FILING SUBCATEGORY

2t. DEBTOR'S FILING SUBSUBCATEGORY

2u. DEBTOR'S FILING SUBSUBSUBCATEGORY

2v. DEBTOR'S FILING SUBSUBSUBSUBCATEGORY

2w. DEBTOR'S FILING SUBSUBSUBSUBSUBCATEGORY

2x. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBCATEGORY

2y. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBCATEGORY

2z. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

2aa. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

2ab. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

2ac. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

2ad. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

2ae. DEBTOR'S FILING SUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBSUBCATEGORY

Delaware Secretary of State

730564/4A

FILED OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC-1) (REV. 07/2009)

00029871

by Certified A.



**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS (read and read CAREFULLY)**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:24 PM 06/06/2008  
INITIAL FILING # 2008 195428

SRV: 080672396

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - (print only one debtor name (1a or 1b) - do not abbreviate or describe name)**

**1a. INDIVIDUAL'S NAME**

**1b. ORGANIZATION'S NAME**

**1c. MAILING ADDRESS**

**1d. BUSINESS ADDRESS**

**1e. CITY**

**1f. STATE**

**1g. POSTAL CODE**

**1h. COUNTRY**

**1i. TYPE OF ORGANIZATION**

**1j. JURISDICTION OF ORGANIZATION**

**1k. ORGANIZATION'S TYPE**

**1l. ORGANIZATION'S TYPE**

**1m. ORGANIZATION'S TYPE**

**1n. ORGANIZATION'S TYPE**

**1o. ORGANIZATION'S TYPE**

**1p. ORGANIZATION'S TYPE**

**1q. ORGANIZATION'S TYPE**

**1r. ORGANIZATION'S TYPE**

**1s. ORGANIZATION'S TYPE**

**1t. ORGANIZATION'S TYPE**

**1u. ORGANIZATION'S TYPE**

**1v. ORGANIZATION'S TYPE**

**1w. ORGANIZATION'S TYPE**

**1x. ORGANIZATION'S TYPE**

**1y. ORGANIZATION'S TYPE**

**1z. ORGANIZATION'S TYPE**

**1aa. ORGANIZATION'S TYPE**

**1ab. ORGANIZATION'S TYPE**

**1ac. ORGANIZATION'S TYPE**

**1ad. ORGANIZATION'S TYPE**

**1ae. ORGANIZATION'S TYPE**

**1af. ORGANIZATION'S TYPE**

**1ag. ORGANIZATION'S TYPE**

**1ah. ORGANIZATION'S TYPE**

**1ai. ORGANIZATION'S TYPE**

**1aj. ORGANIZATION'S TYPE**

**1ak. ORGANIZATION'S TYPE**

**1al. ORGANIZATION'S TYPE**

**1am. ORGANIZATION'S TYPE**

**1an. ORGANIZATION'S TYPE**

**1ao. ORGANIZATION'S TYPE**

**1ap. ORGANIZATION'S TYPE**

**1aq. ORGANIZATION'S TYPE**

**1ar. ORGANIZATION'S TYPE**

**1as. ORGANIZATION'S TYPE**

**1at. ORGANIZATION'S TYPE**

**1au. ORGANIZATION'S TYPE**

**1av. ORGANIZATION'S TYPE**

**1aw. ORGANIZATION'S TYPE**

**1ax. ORGANIZATION'S TYPE**

**1ay. ORGANIZATION'S TYPE**

**1az. ORGANIZATION'S TYPE**

**1ba. ORGANIZATION'S TYPE**

**1bb. ORGANIZATION'S TYPE**

**1bc. ORGANIZATION'S TYPE**

**1bd. ORGANIZATION'S TYPE**

**1be. ORGANIZATION'S TYPE**

**1bf. ORGANIZATION'S TYPE**

**1bg. ORGANIZATION'S TYPE**

**1bh. ORGANIZATION'S TYPE**

**1bi. ORGANIZATION'S TYPE**

**1bj. ORGANIZATION'S TYPE**

**1bk. ORGANIZATION'S TYPE**

**1bl. ORGANIZATION'S TYPE**

**1bm. ORGANIZATION'S TYPE**

**All assets of the debtor now owned or hereafter acquired and wherever located.**

5. ALTERNATIVE DISPOSITION OF COLLATERAL	6. RESERVE POWER	7. COLLATERAL DISPOSITION	8. UCC SIGNATURE	9. SIGNATURE VERIFICATION	10. FILING OFFICE	11. FILING OFFICE
12. FILING OFFICE	13. FILING OFFICE	14. FILING OFFICE	15. FILING OFFICE	16. FILING OFFICE	17. FILING OFFICE	18. FILING OFFICE
Delaware Secretary of State						

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

730358/4A

00029872

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS (from and read) CAREFULLY**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:24 PM 06/06/2008  
INITIAL FILING # 2008 1954294

SRV: 080672414

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

**1. DEBTOR'S EXACT FULL LEGAL NAME - must only use debtor name (top or top) - do not abbreviate or omit middle names**

**TO: ORGANIZATION'S NAME**

**Residential Capital, LLC**

**TO: MEMBER'S LAST NAME**

**TO: FIRST NAME**

**TO: MIDDLE NAME**

**SUFFIX**

**TO: MAILING ADDRESS**

**One Meridian Crossings, Suite 100**

**CITY**

**Minneapolis**

**STATE**

**MN**

**POSTAL CODE**

**55423-3840**

**COUNTRY**

**USA**

**TO: TYPE OF ORGANIZATION**

**LLC**

**TO: JURISDICTION OF ORGANIZATION**

**DELAWARE**

**TO: ORGANIZATION'S D.O.B. (day)**

☐ None

**2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - must only use debtor name (top or top) - do not abbreviate or omit middle names**

**TO: ORGANIZATION'S NAME**

**TO: MEMBER'S LAST NAME**

**TO: FIRST NAME**

**TO: MIDDLE NAME**

**SUFFIX**

**TO: MAILING ADDRESS**

**CITY**

**STATE**

**POSTAL CODE**

**COUNTRY**

**TO: TYPE OF ORGANIZATION**

**LLC**

**TO: JURISDICTION OF ORGANIZATION**

**DELAWARE**

**TO: ORGANIZATION'S D.O.B. (day)**

☐ None

**3. SECURED PARTY'S NAME (to hold title, assignor or assignee) - must only use secured party name (top or top)**

**TO: ORGANIZATION'S NAME**

**Wells Fargo Bank, N.A., as Third Priority Collateral Agent**

**TO: MEMBER'S LAST NAME**

**TO: FIRST NAME**

**TO: MIDDLE NAME**

**SUFFIX**

**TO: MAILING ADDRESS**

**625 Hennepin Avenue**

**55411-1118**

**CITY**

**Minneapolis**

**STATE**

**MN**

**POSTAL CODE**

**55479**

**COUNTRY**

**USA**

**4. THE FINANCING STATEMENT covers the following collateral:**

**All assets of the debtor now owned or hereafter acquired and wherever located.**

1. ALTERNATIVE DISPOSITION (if applicable)	2. DIRECT LENDER	3. COLLATERAL EXCHANGER	4. ASSET PURCHASER	5. SELLER/BUYER	6. ASSET LENDER	7. OTHER UCC FILING
8. FINANCIAL INSTITUTION (if applicable)	9. FINANCIAL INSTITUTION (if applicable)	10. FINANCIAL INSTITUTION (if applicable)	11. FINANCIAL INSTITUTION (if applicable)	12. FINANCIAL INSTITUTION (if applicable)	13. FINANCIAL INSTITUTION (if applicable)	14. FINANCIAL INSTITUTION (if applicable)

Delaware Secretary of State

730581/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2008)

00029873

FILED  
UCC FILING SECTION  
DELAWARE

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Print and Read CAREFULLY)

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STA  
U.C.C. FILING SECTION  
FILED 06:24 PM 06/06/2008  
INITIAL FILING # 2008 19544

SRV: 080672427

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (Print only; may contain letters (a-z or A-Z), hyphens, and apostrophes)

GMAC Residential Holding Company, LLC

1a. DEBTOR'S NAME	1b. FIRST NAME	1c. MIDDLE NAME	1d. LAST NAME
3903 Howard Hughes Parkway, Suite 250	Las Vegas	NV	89109 USA

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (Print only; may contain letters (a-z or A-Z), hyphens, and apostrophes)

2a. DEBTOR'S NAME	2b. FIRST NAME	2c. MIDDLE NAME	2d. LAST NAME
3903 Howard Hughes Parkway, Suite 250	Las Vegas	NV	89109 USA

3. SECURED PARTY'S NAME (or name of agent, assignee, or transferee) - (Print only; may contain letters (a-z or A-Z), hyphens, and apostrophes)

Wells Fargo Bank, N.A., as Third Priority Collateral Agent

3a. SECURED PARTY'S NAME	3b. FIRST NAME	3c. MIDDLE NAME	3d. LAST NAME
625 Minneapolis Avenue MINNEAPOLIS	Minneapolis	MN	55479 USA

4. This FINANCING STATEMENT covers the following collateral:

All assets of the debtor now owned or hereafter acquired and wherever located.

5. AS FILING THIS DOCUMENT FROM AN INDIVIDUAL	6. AS FILING FROM A BUSINESS	7. AS FILING FROM A GOVERNMENT AGENCY	8. AS FILING FROM A FINANCIAL INSTITUTION	9. AS FILING FROM A CREDITORS' COMMITTEE	10. AS FILING FROM A DEBTOR	11. AS FILING FROM A TRANSFEREE	12. AS FILING FROM A TRANSFEROR	13. AS FILING FROM A TRANSFEREE OF A TRANSFEROR	14. AS FILING FROM A TRANSFEROR OF A TRANSFEREE	15. AS FILING FROM A TRANSFEREE OF A TRANSFEROR OF A TRANSFEREE	16. AS FILING FROM A TRANSFEROR OF A TRANSFEREE OF A TRANSFEROR	17. AS FILING FROM A TRANSFEREE OF A TRANSFEROR OF A TRANSFEREE OF A TRANSFEROR	18. AS FILING FROM A TRANSFEROR OF A TRANSFEREE OF A TRANSFEREE OF A TRANSFEROR	19. AS FILING FROM A TRANSFEREE OF A TRANSFEROR OF A TRANSFEREE OF A TRANSFEREE OF A TRANSFEROR	20. AS FILING FROM A TRANSFEROR OF A TRANSFEREE OF A TRANSFEREE OF A TRANSFEREE OF A TRANSFEROR

Delaware Secretary of State

730688/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029876

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (read and mark) CAREFULLY  
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF STA  
U.C.C. FILING SECTION  
FILED 06:24 PM 06/06/2008  
INITIAL FILING # 2008 19544

SRV: 080672424

THIS ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. CREDITOR'S EXACT FULL LEGAL NAME - (print only one debtor name (do not type) - do not abbreviate or provide aliases)

(a) ORGANIZATION NAME

**GMAC-RFC Holding Company, LLC**

OR (b) INDIVIDUAL NAME

12. MAILING ADDRESS

**One Meridian Crossings, Suite 100**

13. CITY/STATE

**Minneapolis**

14. TYPE OF ORGANIZATION

**LLC**

15. JURISDICTION OF ORGANIZATION

**DELAWARE**

16. ORGANIZATION TYPE (if any)

☐ HOME

2. ADDITIONAL CREDITOR'S EXACT FULL LEGAL NAME - (print only one debtor name (do not type) - do not abbreviate or provide aliases)

(a) ORGANIZATION NAME

OR (b) INDIVIDUAL NAME

12. MAILING ADDRESS

13. CITY/STATE

14. TYPE OF ORGANIZATION

15. JURISDICTION OF ORGANIZATION

16. ORGANIZATION TYPE (if any)

☐ HOME

3. SECURED PARTY'S NAME (or NAME or TOTAL ADDRESS of ADDRESSEE - print only one secured party name (do not type))

(a) ORGANIZATION NAME

OR (b) INDIVIDUAL NAME

12. MAILING ADDRESS

**Wells Fargo Bank, N.A., as Third Priority Collateral Agent**

13. CITY/STATE

**Minneapolis**

14. TYPE OF ORGANIZATION

15. JURISDICTION OF ORGANIZATION

16. ORGANIZATION TYPE (if any)

☐ HOME

All assets of the debtor now owned or hereafter acquired and wherever located.

3. ALTERNATIVE DISPOSITION OF PROCEEDS	4. FINDER'S FEE	5. COMMISSION/CONCURRENCE	6. FILING FEE	7. SELLER'S FEE	8. LENDER	9. NON-UCF FEE
1. FILING FEE	2. FILING FEE	3. FILING FEE	4. FILING FEE	5. FILING FEE	6. FILING FEE	7. FILING FEE
8. ORIGINAL FILING REFERENCE DATA						
Delaware Secretary of State						730573/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC-1) (REV. 07/2008)

00029875



**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS (Read and verify CAREFULLY)**

**A. NAME & PHONE OF CONTACT AT FILER (optional)**

**B. SEND ACKNOWLEDGMENT TO: (Name and Address)**

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:24 PM 06/06/2008  
INITIAL FILING # 2008 195441

SRV: 080672420

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

<b>1. DEBTOR'S EXACT FULL LEGAL NAME</b> - Insert only org debtor name (1a or 1b) - do not abbreviate or qualify names			
1a. ORGANIZATION NAME <b>Homecomings Financial, LLC</b>			
1b. PERSON'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
1c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
<b>One Meridian Crossings, Suite 100</b>		<b>Minneapolis</b>	<b>MN 55423 USA</b>
1d. DEBTOR'S TYPE	1e. TYPE OF ORGANIZATION	1f. JURISDICTION OF ORGANIZATION	1g. ORGANIZATION IS IT a corp
<input type="checkbox"/> INDIVIDUAL	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LLC	<input type="checkbox"/> CORP
<b>DELAWARE</b>			
<b>2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME</b> - Insert only org debtor name (2a or 2b) - do not abbreviate or qualify names			
2a. ORGANIZATION NAME			
2b. PERSON'S LAST NAME			
2c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
2d. DEBTOR'S TYPE	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATION IS IT a corp
<input type="checkbox"/> INDIVIDUAL	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LLC	<input type="checkbox"/> CORP
<b>3. SECURED PARTY'S NAME</b> (or NAME of TYPE of Agent or Assignee of Agent) - Insert only org secured party name (3a or 3b)			
3a. ORGANIZATION NAME <b>Wells Fargo Bank, N.A., as Third Priority Collateral Agent</b>			
3b. PERSON'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
3c. MAILING ADDRESS		CITY	STATE POSTAL CODE COUNTRY
<b>625 Marquette Avenue</b>		<b>Minneapolis</b>	<b>MN 55479 USA</b>
<b>NEEDLE-119</b>			

**All assets of the debtor now owned or hereafter acquired and wherever located.**

5. ALTERNATIVE DESIGNATION IF APPLICABLE	6. DEBTOR'S ADDRESS	7. CREDITOR'S ADDRESS	8. FILER'S ADDRESS	9. FILER'S PHONE	10. FILER'S FAX	11. FILER'S E-MAIL
<b>Delaware Secretary of State</b>						
<b>730577/4A</b>						

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 07/2000)

00029874

# UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (OWN AND READ CAREFULLY)

A. NAME & PHONE OF CONTACT AT FILER (if known)

B. FILING ACKNOWLEDGMENT FOR: (Date and Address)

DELAWARE DEPARTMENT OF ST.  
U.C.C. FILING SECTION  
FILED 06:25 PM 06/06/2001  
INITIAL FILING # 2000 19941

SRV: 080672443

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - must only use shorter names (1 to 10) - do not abbreviate or combine names

1a. ORGANIZATION TYPE

RFC Asset Holdings II, LLC

1b. DEBTOR'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

1c. ADDRESS ADDRESS

3903 Howard Hughes Parkway, Suite 250

CITY

Las Vegas

STATE

NV

POSTAL CODE

89169

COUNTRY

USA

1d. ORGANIZATION TYPE

1e. TYPE OF ORGANIZATION

LLC

1f. JURISDICTION OF ORGANIZATION

DELAWARE

1g. ORGANIZATION AS F.I.B.

☐ None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - must only use shorter names (1 to 10) - do not abbreviate or combine names

2a. ORGANIZATION TYPE

2b. DEBTOR'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

2c. ADDRESS ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. ORGANIZATION TYPE

2e. TYPE OF ORGANIZATION

LLC

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATION AS F.I.B.

☐ None

3. SECURED PARTY'S NAME - must only use shorter names (1 to 10) - do not abbreviate or combine names

3a. ORGANIZATION TYPE

Wells Fargo Bank, N.A., as Third Priority Collateral Agent

3b. DEBTOR'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

3c. ADDRESS ADDRESS

400 Montgomery Avenue

CITY

Minneapolis

STATE

MN

POSTAL CODE

55478

COUNTRY

USA

4. This Financing Statement covers the following collateral:

See Exhibit A attached hereto, which is made a part hereof.

3. ALTERNATIVE DISPOSITION (if applicable)	4. LEGAL COUNSEL	5. CREDIT RISK	6. BASIS FOR FILING	7. COLLATERAL	8. AS LEND	9. NON-ACCREDITED
10. FILING OFFICE ADDRESS AND PHONE (if known)	11. FILING OFFICE ADDRESS AND PHONE (if known)	12. FILING OFFICE ADDRESS AND PHONE (if known)	13. FILING OFFICE ADDRESS AND PHONE (if known)	14. FILING OFFICE ADDRESS AND PHONE (if known)	15. FILING OFFICE ADDRESS AND PHONE (if known)	16. FILING OFFICE ADDRESS AND PHONE (if known)
17. FILING OFFICE ADDRESS AND PHONE (if known)						

Delaware Secretary of State

730612/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC-1) (REV. 07/2000)

00029880

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Read and Re-read CAREFULLY)

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

DELAWARE DEPARTMENT OF ST  
U.C.C. FILING SECTION  
FILED 06:26 PM 06/06/2006  
INITIAL FILING # 2006 19541

SRV: 080872464

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (No or 10) - Do not abbreviate or simplify names

(a. ORGANIZATION TYPE)

**Passive Asset Transactions, LLC**

OR (b. INDIVIDUAL'S LAST NAME)

1c. MAILING ADDRESS

**1100 Virginia Drive**

FIRST NAME

MIDDLE NAME

LAST NAME

CITY

**Fort Washington**

STATE

POSTAL CODE

**PA**

**19034**

COUNTRY

**USA**

1d. TAX IDENTIFICATION

1e. TYPE OF ORGANIZATION

**LLC**

1f. JURISDICTION OF ORGANIZATION

**DELAWARE**

1g. ORGANIZATION'S KEY

☐ None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor name (No or 10) - Do not abbreviate or simplify names

(a. ORGANIZATION TYPE)

OR (b. INDIVIDUAL'S LAST NAME)

2c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

2d. TAX IDENTIFICATION

2e. TYPE OF ORGANIZATION

2f. JURISDICTION OF ORGANIZATION

2g. ORGANIZATION'S KEY

☐ None

3. SECURED PARTY'S NAME - Insert only one secured party name (No or 10) - Do not abbreviate or simplify names

(a. ORGANIZATION TYPE)

**Wells Fargo Bank, N.A., as Third Priority Collateral Agent**

OR (b. INDIVIDUAL'S LAST NAME)

3c. MAILING ADDRESS

**428 Marquette Avenue**

**55477-110**

CITY

**Minneapolis**

STATE

**MN**

POSTAL CODE

**55477**

COUNTRY

**USA**

4. THIS FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto, which is made a part hereof.

5. ALTERNATIVE ORGANIZATION IF APPLICABLE	6. LEASE CLASS	7. COMMERCE CODE	8. BUSINESS CODE	9. FILING OFFICE	10. AG. LEND	11. UCC-1/2000 FILING
1. STATE OF DELAWARE (UCC-1/2000 FILING)	2. STATE OF DELAWARE (UCC-1/2000 FILING)	3. STATE OF DELAWARE (UCC-1/2000 FILING)	4. STATE OF DELAWARE (UCC-1/2000 FILING)	5. STATE OF DELAWARE (UCC-1/2000 FILING)	6. STATE OF DELAWARE (UCC-1/2000 FILING)	7. STATE OF DELAWARE (UCC-1/2000 FILING)
8. STATE OF DELAWARE (UCC-1/2000 FILING)	9. STATE OF DELAWARE (UCC-1/2000 FILING)	10. STATE OF DELAWARE (UCC-1/2000 FILING)	11. STATE OF DELAWARE (UCC-1/2000 FILING)	12. STATE OF DELAWARE (UCC-1/2000 FILING)	13. STATE OF DELAWARE (UCC-1/2000 FILING)	14. STATE OF DELAWARE (UCC-1/2000 FILING)

Delaware Secretary of State

730609/4A

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC-1) (REV. 07/2000)

00029881

City Collector

# UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (Read and Re-read CAREFULLY)

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Please Return to Michele Nolan  
**CTCORPORATION**  
A WoltersKluwer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 03:40 PM 01/08/2010  
INITIAL FILING # 2010 0075741

SRV: 100023796

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (Include any debtors names (Last, first, middle, initials or trade names))

1a. ORGANIZATION TYPE

OR 1b. PERSONAL GUARANTEE **Residential Funding Company, LLC**

1c. MAILING ADDRESS

**One Meridian Crossing, Suite 100**

**Minneapolis**

**MN 55423-3940**

**USA**

1d. ADDITIONAL INFORMATION

**1. I am a liability company in Delaware**

☐ None

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - (Insert only any debtor names (Last or first) - do not abbreviate or combine names)

2a. ORGANIZATION TYPE

OR 2b. PERSONAL GUARANTEE

2c. MAILING ADDRESS

2d. ADDITIONAL INFORMATION

2e. TYPE OF ORGANIZATION

2f. ADDRESS OF ORGANIZATION

2g. ORGANIZATION TYPE, U.S. or Foreign

2h. ADDITIONAL INFORMATION

2i. TYPE OF ORGANIZATION

2j. ADDRESS OF ORGANIZATION

2k. ORGANIZATION TYPE, U.S. or Foreign

2l. ADDITIONAL INFORMATION

2m. TYPE OF ORGANIZATION

2n. ADDRESS OF ORGANIZATION

2o. ORGANIZATION TYPE, U.S. or Foreign

2p. ADDITIONAL INFORMATION

2q. TYPE OF ORGANIZATION

2r. ADDRESS OF ORGANIZATION

2s. ORGANIZATION TYPE, U.S. or Foreign

2t. ADDITIONAL INFORMATION

2u. TYPE OF ORGANIZATION

2v. ADDRESS OF ORGANIZATION

2w. ORGANIZATION TYPE, U.S. or Foreign

2x. ADDITIONAL INFORMATION

2y. TYPE OF ORGANIZATION

2z. ADDRESS OF ORGANIZATION

2aa. ORGANIZATION TYPE, U.S. or Foreign

2ab. ADDITIONAL INFORMATION

2ac. TYPE OF ORGANIZATION

2ad. ADDRESS OF ORGANIZATION

2ae. ORGANIZATION TYPE, U.S. or Foreign

2af. ADDITIONAL INFORMATION

2ag. TYPE OF ORGANIZATION

2ah. ADDRESS OF ORGANIZATION

2ai. ORGANIZATION TYPE, U.S. or Foreign

2aj. ADDITIONAL INFORMATION

2ak. TYPE OF ORGANIZATION

2al. ADDRESS OF ORGANIZATION

2am. ORGANIZATION TYPE, U.S. or Foreign

2an. ADDITIONAL INFORMATION

2ao. TYPE OF ORGANIZATION

2ap. ADDRESS OF ORGANIZATION

2aq. ORGANIZATION TYPE, U.S. or Foreign

2ar. ADDITIONAL INFORMATION

2as. TYPE OF ORGANIZATION

2at. ADDRESS OF ORGANIZATION

2au. ORGANIZATION TYPE, U.S. or Foreign

2av. ADDITIONAL INFORMATION

2aw. TYPE OF ORGANIZATION

2ax. ADDRESS OF ORGANIZATION

2ay. ORGANIZATION TYPE, U.S. or Foreign

2az. ADDITIONAL INFORMATION

2ba. TYPE OF ORGANIZATION

2bb. ADDRESS OF ORGANIZATION

2bc. ORGANIZATION TYPE, U.S. or Foreign

2bd. ADDITIONAL INFORMATION

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE DISPUTE RESOLUTION (if any)	6. DEBTOR'S SIGNATURE	7. CREDITOR'S SIGNATURE	8. FILING OFFICE USE ONLY	9. FILING OFFICE USE ONLY	10. FILING OFFICE USE ONLY	11. FILING OFFICE USE ONLY	12. FILING OFFICE USE ONLY
File with Sec. of State of Delaware		5264242	08048307-381	7744366-10-014N			

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/25/00)

UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/25/00)



**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS Carefully and Read CAREFULLY

(A. NAME & PHONE OF CONTACT AT FILER (optional))

(B. SEND ADDRESS/LOCATION TO: (Name and Address))

Please Return to Michele Nolen  
**CTCORPORATION**  
A WoltersKlawer Company  
205 South LaSalle Suite 614  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 05:43 PM 05/08/2010  
INITIAL FILING # 2010 0075782

SRV: 100023903

THE ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

<b>1. DEBTOR'S EXACT FULL LEGAL NAME</b> - Include legal name of Debtor (See 11b - do not abbreviate or use initials)			
ON <b>CMAC Mortgage, LLC</b>			
<b>1a. ORGANIZATION'S NAME</b>		<b>1b. ADDRESS</b>	<b>1c. CITY</b>
<b>1d. MAILING ADDRESS</b>		<b>1e. STATE</b>	<b>1f. ZIP CODE</b>
<b>1100 Virginia Drive</b>		<b>PA</b>	<b>19034-3200</b>
<b>1g. TYPE OF ORGANIZATION</b>		<b>1h. JURISDICTION OF ORGANIZATION</b>	
<b>11d. liability company   Delaware</b>			
<b>2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME</b> - Include only one Debtor name (See 2b) - do not abbreviate or use initials			
ON <b>CMAC Mortgage, LLC</b>			
<b>2a. ORGANIZATION'S NAME</b>		<b>2b. ADDRESS</b>	<b>2c. CITY</b>
<b>2d. MAILING ADDRESS</b>		<b>2e. STATE</b>	<b>2f. ZIP CODE</b>
<b>2g. TYPE OF ORGANIZATION</b>		<b>2h. JURISDICTION OF ORGANIZATION</b>	
<b>3. SECURED PARTY'S NAME</b> - Name of the Secured Party (See 3b) - do not abbreviate or use initials			
ON <b>Wells Fargo Bank, N.A. as Collateral Control Agent</b>			
<b>3a. ORGANIZATION'S NAME</b>		<b>3b. ADDRESS</b>	<b>3c. CITY</b>
<b>3d. MAILING ADDRESS</b>		<b>3e. STATE</b>	<b>3f. ZIP CODE</b>
<b>45 Broadway, 14th Floor</b>		<b>NY</b>	<b>10006</b>

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

<b>6. ALTERNATIVE ORGANIZATION'S NAME</b>	<b>7. FILER'S SIGNATURE</b>	<b>8. COMMERCIAL ORGANIZATION'S NAME</b>	<b>9. FILER'S SIGNATURE</b>	<b>10. FILER'S SIGNATURE</b>	<b>11. FILER'S SIGNATURE</b>	<b>12. FILER'S SIGNATURE</b>	<b>13. FILER'S SIGNATURE</b>	<b>14. FILER'S SIGNATURE</b>	<b>15. FILER'S SIGNATURE</b>
File with Sec. of State of Delaware 5264244 08048307-382 774436-58-63 MW									
FILER'S OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/2008)									

# UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS FROM AND READ CAREFULLY  
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Please Return to Michele Noien  
**CTCORPORATION**  
A WoltersKluwer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 05:06 PM 01/08/2010  
INITIAL FILING # 2010 0075808  
SRV: 100023807

THE ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - last, first, middle initial (if any) - do not abbreviate or use initials

1a. ORGANIZATION TYPE NAME	1b. FIRST NAME	1c. MIDDLE NAME	1d. SURNAME
OR	1e. PERSONAL NAME	1f. FIRST NAME	1g. MIDDLE NAME
1h. BUSINESS ADDRESS	1i. CITY	1j. STATE	1k. POSTAL CODE
1l. ADDRESS CONTINUED	1m. COUNTRY	1n. ORGANIZATION TYPE	1o. ORGANIZATION TYPE
1p. TYPE OF ORGANIZATION	1q. JURISDICTION OF ORGANIZATION	1r. ORGANIZATION TYPE	1s. ORGANIZATION TYPE
1t. TYPE OF ORGANIZATION	1u. JURISDICTION OF ORGANIZATION	1v. ORGANIZATION TYPE	1w. ORGANIZATION TYPE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - last, first, middle initial (if any) - do not abbreviate or use initials

2a. ORGANIZATION TYPE NAME	2b. FIRST NAME	2c. MIDDLE NAME	2d. SURNAME
OR	2e. PERSONAL NAME	2f. FIRST NAME	2g. MIDDLE NAME
2h. BUSINESS ADDRESS	2i. CITY	2j. STATE	2k. POSTAL CODE
2l. ADDRESS CONTINUED	2m. COUNTRY	2n. ORGANIZATION TYPE	2o. ORGANIZATION TYPE
2p. TYPE OF ORGANIZATION	2q. JURISDICTION OF ORGANIZATION	2r. ORGANIZATION TYPE	2s. ORGANIZATION TYPE
2t. TYPE OF ORGANIZATION	2u. JURISDICTION OF ORGANIZATION	2v. ORGANIZATION TYPE	2w. ORGANIZATION TYPE

3. SECURED PARTY'S NAME - last, first, middle initial (if any) - do not abbreviate or use initials

3a. ORGANIZATION TYPE NAME	3b. FIRST NAME	3c. MIDDLE NAME	3d. SURNAME
OR	3e. PERSONAL NAME	3f. FIRST NAME	3g. MIDDLE NAME
3h. BUSINESS ADDRESS	3i. CITY	3j. STATE	3k. POSTAL CODE
3l. ADDRESS CONTINUED	3m. COUNTRY	3n. ORGANIZATION TYPE	3o. ORGANIZATION TYPE
3p. TYPE OF ORGANIZATION	3q. JURISDICTION OF ORGANIZATION	3r. ORGANIZATION TYPE	3s. ORGANIZATION TYPE
3t. TYPE OF ORGANIZATION	3u. JURISDICTION OF ORGANIZATION	3v. ORGANIZATION TYPE	3w. ORGANIZATION TYPE

4. This FINANCING STATEMENT covers the following collateral:

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE DISBURSMENT (if applicable)	6. REMITTANCE	7. COMMERCIAL DISBURSMENT	8. DISBURSMENT	9. DISBURSMENT	10. DISBURSMENT	11. DISBURSMENT	12. DISBURSMENT
13. DISBURSMENT	14. DISBURSMENT	15. DISBURSMENT	16. DISBURSMENT	17. DISBURSMENT	18. DISBURSMENT	19. DISBURSMENT	20. DISBURSMENT
21. DISBURSMENT	22. DISBURSMENT	23. DISBURSMENT	24. DISBURSMENT	25. DISBURSMENT	26. DISBURSMENT	27. DISBURSMENT	28. DISBURSMENT
29. DISBURSMENT	30. DISBURSMENT	31. DISBURSMENT	32. DISBURSMENT	33. DISBURSMENT	34. DISBURSMENT	35. DISBURSMENT	36. DISBURSMENT

FILED WITH Sec. of State of Delaware 5264245 08045307-383 7743660-50-65-1440

**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS (Read and Read Carefully)

A. NAME & PHONE OF CONTACT AT FILER (optional)

I. DEBTOR'S ADDRESS (Name and Address)

Please Return to Michele Nolan  
**CTCORPORATION**  
A WoltersKluwer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:07 PM 01/08/2010  
INITIAL FILING # 2010 0073923  
SRV: 100023827

THIS ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - based on legal documents (do not use trade name or nickname)

1a. ORGANIZATION'S NAME

OR 1b. INDIVIDUAL'S LAST NAME

1c. MAILING ADDRESS

1d. CITY

1e. STATE

1f. POSTAL CODE

1g. COUNTRY

1h. TYPE OF ORGANIZATION

1i. ORGANIZATION'S TYPE

1j. ORGANIZATION'S TYPE

1k. ORGANIZATION'S TYPE

1l. ORGANIZATION'S TYPE

1m. ORGANIZATION'S TYPE

1n. ORGANIZATION'S TYPE

1o. ORGANIZATION'S TYPE

1p. ORGANIZATION'S TYPE

1q. ORGANIZATION'S TYPE

1r. ORGANIZATION'S TYPE

1s. ORGANIZATION'S TYPE

1t. ORGANIZATION'S TYPE

1u. ORGANIZATION'S TYPE

1v. ORGANIZATION'S TYPE

1w. ORGANIZATION'S TYPE

1x. ORGANIZATION'S TYPE

1y. ORGANIZATION'S TYPE

1z. ORGANIZATION'S TYPE

1aa. ORGANIZATION'S TYPE

1ab. ORGANIZATION'S TYPE

1ac. ORGANIZATION'S TYPE

1ad. ORGANIZATION'S TYPE

1ae. ORGANIZATION'S TYPE

1af. ORGANIZATION'S TYPE

1ag. ORGANIZATION'S TYPE

1ah. ORGANIZATION'S TYPE

1ai. ORGANIZATION'S TYPE

1aj. ORGANIZATION'S TYPE

1ak. ORGANIZATION'S TYPE

1al. ORGANIZATION'S TYPE

1am. ORGANIZATION'S TYPE

1an. ORGANIZATION'S TYPE

1ao. ORGANIZATION'S TYPE

1ap. ORGANIZATION'S TYPE

1aq. ORGANIZATION'S TYPE

1ar. ORGANIZATION'S TYPE

1as. ORGANIZATION'S TYPE

1at. ORGANIZATION'S TYPE

1au. ORGANIZATION'S TYPE

1av. ORGANIZATION'S TYPE

1aw. ORGANIZATION'S TYPE

1ax. ORGANIZATION'S TYPE

1ay. ORGANIZATION'S TYPE

1az. ORGANIZATION'S TYPE

1ba. ORGANIZATION'S TYPE

1bb. ORGANIZATION'S TYPE

1bc. ORGANIZATION'S TYPE

1bd. ORGANIZATION'S TYPE

1be. ORGANIZATION'S TYPE

1bf. ORGANIZATION'S TYPE

1bg. ORGANIZATION'S TYPE

1bh. ORGANIZATION'S TYPE

1bi. ORGANIZATION'S TYPE

1bj. ORGANIZATION'S TYPE

1bk. ORGANIZATION'S TYPE

1bl. ORGANIZATION'S TYPE

1bm. ORGANIZATION'S TYPE

1bn. ORGANIZATION'S TYPE

1bo. ORGANIZATION'S TYPE

1bp. ORGANIZATION'S TYPE

1bq. ORGANIZATION'S TYPE

1br. ORGANIZATION'S TYPE

1bs. ORGANIZATION'S TYPE

1bt. ORGANIZATION'S TYPE

1bu. ORGANIZATION'S TYPE

1bv. ORGANIZATION'S TYPE

1bw. ORGANIZATION'S TYPE

1bx. ORGANIZATION'S TYPE

1by. ORGANIZATION'S TYPE

1bz. ORGANIZATION'S TYPE

1ca. ORGANIZATION'S TYPE

1cb. ORGANIZATION'S TYPE

1cc. ORGANIZATION'S TYPE

1cd. ORGANIZATION'S TYPE

1ce. ORGANIZATION'S TYPE

1cf. ORGANIZATION'S TYPE

1cg. ORGANIZATION'S TYPE

1ch. ORGANIZATION'S TYPE

1ci. ORGANIZATION'S TYPE

1cj. ORGANIZATION'S TYPE

1ck. ORGANIZATION'S TYPE

1cl. ORGANIZATION'S TYPE

1cm. ORGANIZATION'S TYPE

1cn. ORGANIZATION'S TYPE

1co. ORGANIZATION'S TYPE

1cp. ORGANIZATION'S TYPE

1cq. ORGANIZATION'S TYPE

1cr. ORGANIZATION'S TYPE

1cs. ORGANIZATION'S TYPE

1ct. ORGANIZATION'S TYPE

1cu. ORGANIZATION'S TYPE

1cv. ORGANIZATION'S TYPE

1cw. ORGANIZATION'S TYPE

1cx. ORGANIZATION'S TYPE

1cy. ORGANIZATION'S TYPE

1cz. ORGANIZATION'S TYPE

1da. ORGANIZATION'S TYPE

1db. ORGANIZATION'S TYPE

1dc. ORGANIZATION'S TYPE

1dd. ORGANIZATION'S TYPE

1de. ORGANIZATION'S TYPE

1df. ORGANIZATION'S TYPE

1dg. ORGANIZATION'S TYPE

1dh. ORGANIZATION'S TYPE

1di. ORGANIZATION'S TYPE

1dj. ORGANIZATION'S TYPE

1dk. ORGANIZATION'S TYPE

1dl. ORGANIZATION'S TYPE

1dm. ORGANIZATION'S TYPE

1dn. ORGANIZATION'S TYPE

1do. ORGANIZATION'S TYPE

1dp. ORGANIZATION'S TYPE

1dq. ORGANIZATION'S TYPE

1dr. ORGANIZATION'S TYPE

1ds. ORGANIZATION'S TYPE

1dt. ORGANIZATION'S TYPE

1du. ORGANIZATION'S TYPE

1dv. ORGANIZATION'S TYPE

1dw. ORGANIZATION'S TYPE

1dx. ORGANIZATION'S TYPE

1dy. ORGANIZATION'S TYPE

1dz. ORGANIZATION'S TYPE

1ea. ORGANIZATION'S TYPE

1eb. ORGANIZATION'S TYPE

1ec. ORGANIZATION'S TYPE

1ed. ORGANIZATION'S TYPE

1ee. ORGANIZATION'S TYPE

1ef. ORGANIZATION'S TYPE

1eg. ORGANIZATION'S TYPE

1eh. ORGANIZATION'S TYPE

1ei. ORGANIZATION'S TYPE

1ej. ORGANIZATION'S TYPE

1ek. ORGANIZATION'S TYPE

1el. ORGANIZATION'S TYPE

1em. ORGANIZATION'S TYPE

1en. ORGANIZATION'S TYPE

1eo. ORGANIZATION'S TYPE

1ep. ORGANIZATION'S TYPE

1eq. ORGANIZATION'S TYPE

1er. ORGANIZATION'S TYPE

1es. ORGANIZATION'S TYPE

1et. ORGANIZATION'S TYPE

1eu. ORGANIZATION'S TYPE

1ev. ORGANIZATION'S TYPE

1ew. ORGANIZATION'S TYPE

1ex. ORGANIZATION'S TYPE

1ey. ORGANIZATION'S TYPE

1ez. ORGANIZATION'S TYPE

1fa. ORGANIZATION'S TYPE

1fb. ORGANIZATION'S TYPE

1fc. ORGANIZATION'S TYPE

1fd. ORGANIZATION'S TYPE

1fe. ORGANIZATION'S TYPE

1ff. ORGANIZATION'S TYPE

1fg. ORGANIZATION'S TYPE

1fh. ORGANIZATION'S TYPE

1fi. ORGANIZATION'S TYPE

1fj. ORGANIZATION'S TYPE

1fk. ORGANIZATION'S TYPE

1fl. ORGANIZATION'S TYPE

1fm. ORGANIZATION'S TYPE

1fn. ORGANIZATION'S TYPE

1fo. ORGANIZATION'S TYPE

1fp. ORGANIZATION'S TYPE

1fq. ORGANIZATION'S TYPE

1fr. ORGANIZATION'S TYPE

1fs. ORGANIZATION'S TYPE

1ft. ORGANIZATION'S TYPE

1fu. ORGANIZATION'S TYPE

1fv. ORGANIZATION'S TYPE

1fw. ORGANIZATION'S TYPE

1fx. ORGANIZATION'S TYPE

1fy. ORGANIZATION'S TYPE

1fz. ORGANIZATION'S TYPE

1ga. ORGANIZATION'S TYPE

1gb. ORGANIZATION'S TYPE

1gc. ORGANIZATION'S TYPE

1gd. ORGANIZATION'S TYPE

1ge. ORGANIZATION'S TYPE

1gf. ORGANIZATION'S TYPE

1gg. ORGANIZATION'S TYPE

1gh. ORGANIZATION'S TYPE

1gi. ORGANIZATION'S TYPE

1gj. ORGANIZATION'S TYPE

1gk. ORGANIZATION'S TYPE

1gl. ORGANIZATION'S TYPE

1gm. ORGANIZATION'S TYPE

1gn. ORGANIZATION'S TYPE

1go. ORGANIZATION'S TYPE

1gp. ORGANIZATION'S TYPE

1gq. ORGANIZATION'S TYPE

1gr. ORGANIZATION'S TYPE

1gs. ORGANIZATION'S TYPE

1gt. ORGANIZATION'S TYPE

1gu. ORGANIZATION'S TYPE

1gv. ORGANIZATION'S TYPE

1gw. ORGANIZATION'S TYPE

1gx. ORGANIZATION'S TYPE

1gy. ORGANIZATION'S TYPE

1gz. ORGANIZATION'S TYPE

1ha. ORGANIZATION'S TYPE

1hb. ORGANIZATION'S TYPE

1hc. ORGANIZATION'S TYPE

1hd. ORGANIZATION'S TYPE

1he. ORGANIZATION'S TYPE

1hf. ORGANIZATION'S TYPE

1hg. ORGANIZATION'S TYPE

1hh. ORGANIZATION'S TYPE

1hi. ORGANIZATION'S TYPE

1hj. ORGANIZATION'S TYPE

1hk. ORGANIZATION'S TYPE

1hl. ORGANIZATION'S TYPE

1hm. ORGANIZATION'S TYPE

1hn. ORGANIZATION'S TYPE

1ho. ORGANIZATION'S TYPE

1hp. ORGANIZATION'S TYPE

1hq. ORGANIZATION'S TYPE

1hr. ORGANIZATION'S TYPE

1hs. ORGANIZATION'S TYPE

1ht. ORGANIZATION'S TYPE

1hu. ORGANIZATION'S TYPE

1hv. ORGANIZATION'S TYPE

1hw. ORGANIZATION'S TYPE

1hx. ORGANIZATION'S TYPE

1hy. ORGANIZATION'S TYPE

1hz. ORGANIZATION'S TYPE

1ia. ORGANIZATION'S TYPE

1ib. ORGANIZATION'S TYPE

1ic. ORGANIZATION'S TYPE

1id. ORGANIZATION'S TYPE

1ie. ORGANIZATION'S TYPE

1if. ORGANIZATION'S TYPE

1ig. ORGANIZATION'S TYPE

1ih. ORGANIZATION'S TYPE

1ii. ORGANIZATION'S TYPE

1ij. ORGANIZATION'S TYPE

1ik. ORGANIZATION'S TYPE

1il. ORGANIZATION'S TYPE

1im. ORGANIZATION'S TYPE

1in. ORGANIZATION'S TYPE

1io. ORGANIZATION'S TYPE

1ip. ORGANIZATION'S TYPE

1iq. ORGANIZATION'S TYPE

1ir. ORGANIZATION'S TYPE

1is. ORGANIZATION'S TYPE

1it. ORGANIZATION'S TYPE

1iu. ORGANIZATION'S TYPE

1iv. ORGANIZATION'S TYPE

1iw. ORGANIZATION'S TYPE

1ix. ORGANIZATION'S TYPE

1iy. ORGANIZATION'S TYPE



**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS and read CAREFULLY  
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGEMENT YES (Name and Address)

Please Return to Mchete Notes  
**CTCORPORATION**  
A WoltersKluwer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 08:07 PM 03/08/2010  
INITIAL FILING # 2010 0075873

SRV: 100023816

THIS ABOVE SPACE IS FOR FILER'S OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (omit any past names (to or to) - do not abbreviate or use initials)

1A. ORGANIZATION TYPE

OR **CMAC-RPC Holding Company, LLC**

1B. COMPANY OR FIRM NAME

1C. BUSINESS ADDRESS

**One Meridian Crossing, Suite 100**

1D. CITY/STATE/ZIP

CITY

**Minneapolis**

1E. STATE

**MN**

STATE

**55423-3940**

1F. COUNTRY

**USA**

1F. COUNTRY

1G. TYPE OF ORGANIZATION

1H. TYPE OF ORGANIZATION

1I. TYPE OF ORGANIZATION

1J. TYPE OF ORGANIZATION

1K. TYPE OF ORGANIZATION

1L. TYPE OF ORGANIZATION

1M. TYPE OF ORGANIZATION

1N. TYPE OF ORGANIZATION

1O. TYPE OF ORGANIZATION

1P. TYPE OF ORGANIZATION

1Q. TYPE OF ORGANIZATION

1R. TYPE OF ORGANIZATION

1S. TYPE OF ORGANIZATION

1T. TYPE OF ORGANIZATION

1U. TYPE OF ORGANIZATION

1V. TYPE OF ORGANIZATION

1W. TYPE OF ORGANIZATION

1X. TYPE OF ORGANIZATION

1Y. TYPE OF ORGANIZATION

1Z. TYPE OF ORGANIZATION

1AA. TYPE OF ORGANIZATION

1AB. TYPE OF ORGANIZATION

1AC. TYPE OF ORGANIZATION

1AD. TYPE OF ORGANIZATION

1AE. TYPE OF ORGANIZATION

1AF. TYPE OF ORGANIZATION

1AG. TYPE OF ORGANIZATION

1AH. TYPE OF ORGANIZATION

1AI. TYPE OF ORGANIZATION

1AJ. TYPE OF ORGANIZATION

1AK. TYPE OF ORGANIZATION

1AL. TYPE OF ORGANIZATION

1AM. TYPE OF ORGANIZATION

1AN. TYPE OF ORGANIZATION

1AO. TYPE OF ORGANIZATION

1AP. TYPE OF ORGANIZATION

1AQ. TYPE OF ORGANIZATION

1AR. TYPE OF ORGANIZATION

1AS. TYPE OF ORGANIZATION

1AT. TYPE OF ORGANIZATION

1AU. TYPE OF ORGANIZATION

1AV. TYPE OF ORGANIZATION

1AW. TYPE OF ORGANIZATION

1AX. TYPE OF ORGANIZATION

1AY. TYPE OF ORGANIZATION

1AZ. TYPE OF ORGANIZATION

1BA. TYPE OF ORGANIZATION

1BB. TYPE OF ORGANIZATION

1BC. TYPE OF ORGANIZATION

1BD. TYPE OF ORGANIZATION

1BE. TYPE OF ORGANIZATION

1BF. TYPE OF ORGANIZATION

1BG. TYPE OF ORGANIZATION

1BH. TYPE OF ORGANIZATION

1BI. TYPE OF ORGANIZATION

1BJ. TYPE OF ORGANIZATION

1BK. TYPE OF ORGANIZATION

All assets of the Debtor, whether now owned or hereafter acquired.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

5. ALTERNATIVE ORGANIZATION (if applicable)	6. FILER'S OFFICE COPY	7. FILER'S OFFICE COPY	8. FILER'S OFFICE COPY	9. FILER'S OFFICE COPY	10. FILER'S OFFICE COPY	11. FILER'S OFFICE COPY	12. FILER'S OFFICE COPY	13. FILER'S OFFICE COPY	14. FILER'S OFFICE COPY	15. FILER'S OFFICE COPY	16. FILER'S OFFICE COPY	17. FILER'S OFFICE COPY	18. FILER'S OFFICE COPY	19. FILER'S OFFICE COPY	20. FILER'S OFFICE COPY	21. FILER'S OFFICE COPY	22. FILER'S OFFICE COPY	23. FILER'S OFFICE COPY	24. FILER'S OFFICE COPY	25. FILER'S OFFICE COPY	26. FILER'S OFFICE COPY	27. FILER'S OFFICE COPY	28. FILER'S OFFICE COPY	29. FILER'S OFFICE COPY	30. FILER'S OFFICE COPY	31. FILER'S OFFICE COPY	32. FILER'S OFFICE COPY	33. FILER'S OFFICE COPY	34. FILER'S OFFICE COPY	35. FILER'S OFFICE COPY	36. FILER'S OFFICE COPY	37. FILER'S OFFICE COPY	38. FILER'S OFFICE COPY	39. FILER'S OFFICE COPY	40. FILER'S OFFICE COPY	41. FILER'S OFFICE COPY	42. FILER'S OFFICE COPY	43. FILER'S OFFICE COPY	44. FILER'S OFFICE COPY	45. FILER'S OFFICE COPY	46. FILER'S OFFICE COPY	47. FILER'S OFFICE COPY	48. FILER'S OFFICE COPY	49. FILER'S OFFICE COPY	50. FILER'S OFFICE COPY	51. FILER'S OFFICE COPY	52. FILER'S OFFICE COPY	53. FILER'S OFFICE COPY	54. FILER'S OFFICE COPY	55. FILER'S OFFICE COPY	56. FILER'S OFFICE COPY	57. FILER'S OFFICE COPY	58. FILER'S OFFICE COPY	59. FILER'S OFFICE COPY	60. FILER'S OFFICE COPY	61. FILER'S OFFICE COPY	62. FILER'S OFFICE COPY	63. FILER'S OFFICE COPY	64. FILER'S OFFICE COPY	65. FILER'S OFFICE COPY	66. FILER'S OFFICE COPY	67. FILER'S OFFICE COPY	68. FILER'S OFFICE COPY	69. FILER'S OFFICE COPY	70. FILER'S OFFICE COPY	71. FILER'S OFFICE COPY	72. FILER'S OFFICE COPY	73. FILER'S OFFICE COPY	74. FILER'S OFFICE COPY	75. FILER'S OFFICE COPY	76. FILER'S OFFICE COPY	77. FILER'S OFFICE COPY	78. FILER'S OFFICE COPY	79. FILER'S OFFICE COPY	80. FILER'S OFFICE COPY	81. FILER'S OFFICE COPY	82. FILER'S OFFICE COPY	83. FILER'S OFFICE COPY	84. FILER'S OFFICE COPY	85. FILER'S OFFICE COPY	86. FILER'S OFFICE COPY	87. FILER'S OFFICE COPY	88. FILER'S OFFICE COPY	89. FILER'S OFFICE COPY	90. FILER'S OFFICE COPY	91. FILER'S OFFICE COPY	92. FILER'S OFFICE COPY	93. FILER'S OFFICE COPY	94. FILER'S OFFICE COPY	95. FILER'S OFFICE COPY	96. FILER'S OFFICE COPY	97. FILER'S OFFICE COPY	98. FILER'S OFFICE COPY	99. FILER'S OFFICE COPY	100. FILER'S OFFICE COPY
---	------------------------	------------------------	------------------------	------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	-------------------------	--------------------------





**UCC FINANCING STATEMENT**

FOLLOW INSTRUCTIONS ON REVERSE CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. PERIOD OF ASSIGNMENT FOR (Month and Address)

Please Return to Michele Nolan  
**CTCORPORATION**  
A WoltersKluwer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 04:47 PM 01/08/2010  
INITIAL FILING # 2010 0076467

SRV: 100024007

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME (do not abbreviate, do not use initials or nicknames, do not use suffixes)

1A. ORGANIZATION'S NAME  
OR 1B. INDIVIDUAL'S LAST NAME  
**RFC Asset Holdings II, LLC**

1C. MAILING ADDRESS  
**One Marquette Crossing, Suite 100**  
1D. CITY  
**Minneapolis**  
1E. STATE  
**MN**  
1F. POSTAL CODE  
**55423**  
1G. COUNTRY  
**USA**  
1H. TYPE OF ORGANIZATION  
**LLC, liability company, Delaware**  
1I. JURISDICTION OF ORGANIZATION  
**Delaware**  
1J. ORGANIZATION'S D.O.B. (if any)

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME (do not abbreviate, do not use initials or nicknames, do not use suffixes)

2A. ORGANIZATION'S NAME  
OR 2B. INDIVIDUAL'S LAST NAME  
2C. MAILING ADDRESS  
2D. CITY  
2E. STATE  
2F. POSTAL CODE  
2G. COUNTRY  
2H. TYPE OF ORGANIZATION  
2I. JURISDICTION OF ORGANIZATION  
2J. ORGANIZATION'S D.O.B. (if any)

3. SECURED PARTY'S NAME (do not abbreviate, do not use initials or nicknames, do not use suffixes)

3A. ORGANIZATION'S NAME  
OR 3B. INDIVIDUAL'S LAST NAME  
**Wells Fargo Bank, N.A. as Collateral Control Agent**  
3C. MAILING ADDRESS  
**45 Broadway, 14th Floor**  
3D. CITY  
**New York**  
3E. STATE  
**NY**  
3F. POSTAL CODE  
**10004**  
3G. COUNTRY  
**USA**

4. This document shall comply with the following conditions:

See Exhibit A and Annex I attached hereto and made a part hereof for a description of collateral.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

6. ALTERNATIVE ORGANIZATION (if applicable)	7. SECURED PARTY'S NAME (if applicable)	8. ORGANIZATION'S NAME (if applicable)	9. SECURED PARTY'S NAME (if applicable)	10. SECURED PARTY'S NAME (if applicable)	11. SECURED PARTY'S NAME (if applicable)	12. SECURED PARTY'S NAME (if applicable)	13. SECURED PARTY'S NAME (if applicable)	14. SECURED PARTY'S NAME (if applicable)	15. SECURED PARTY'S NAME (if applicable)	16. SECURED PARTY'S NAME (if applicable)	17. SECURED PARTY'S NAME (if applicable)	18. SECURED PARTY'S NAME (if applicable)	19. SECURED PARTY'S NAME (if applicable)	20. SECURED PARTY'S NAME (if applicable)	21. SECURED PARTY'S NAME (if applicable)	22. SECURED PARTY'S NAME (if applicable)	23. SECURED PARTY'S NAME (if applicable)	24. SECURED PARTY'S NAME (if applicable)	25. SECURED PARTY'S NAME (if applicable)	26. SECURED PARTY'S NAME (if applicable)	27. SECURED PARTY'S NAME (if applicable)	28. SECURED PARTY'S NAME (if applicable)	29. SECURED PARTY'S NAME (if applicable)	30. SECURED PARTY'S NAME (if applicable)	31. SECURED PARTY'S NAME (if applicable)	32. SECURED PARTY'S NAME (if applicable)	33. SECURED PARTY'S NAME (if applicable)	34. SECURED PARTY'S NAME (if applicable)	35. SECURED PARTY'S NAME (if applicable)	36. SECURED PARTY'S NAME (if applicable)	37. SECURED PARTY'S NAME (if applicable)	38. SECURED PARTY'S NAME (if applicable)	39. SECURED PARTY'S NAME (if applicable)	40. SECURED PARTY'S NAME (if applicable)	41. SECURED PARTY'S NAME (if applicable)	42. SECURED PARTY'S NAME (if applicable)	43. SECURED PARTY'S NAME (if applicable)	44. SECURED PARTY'S NAME (if applicable)	45. SECURED PARTY'S NAME (if applicable)	46. SECURED PARTY'S NAME (if applicable)	47. SECURED PARTY'S NAME (if applicable)	48. SECURED PARTY'S NAME (if applicable)	49. SECURED PARTY'S NAME (if applicable)	50. SECURED PARTY'S NAME (if applicable)	51. SECURED PARTY'S NAME (if applicable)	52. SECURED PARTY'S NAME (if applicable)	53. SECURED PARTY'S NAME (if applicable)	54. SECURED PARTY'S NAME (if applicable)	55. SECURED PARTY'S NAME (if applicable)	56. SECURED PARTY'S NAME (if applicable)	57. SECURED PARTY'S NAME (if applicable)	58. SECURED PARTY'S NAME (if applicable)	59. SECURED PARTY'S NAME (if applicable)	60. SECURED PARTY'S NAME (if applicable)	61. SECURED PARTY'S NAME (if applicable)	62. SECURED PARTY'S NAME (if applicable)	63. SECURED PARTY'S NAME (if applicable)	64. SECURED PARTY'S NAME (if applicable)	65. SECURED PARTY'S NAME (if applicable)	66. SECURED PARTY'S NAME (if applicable)	67. SECURED PARTY'S NAME (if applicable)	68. SECURED PARTY'S NAME (if applicable)	69. SECURED PARTY'S NAME (if applicable)	70. SECURED PARTY'S NAME (if applicable)	71. SECURED PARTY'S NAME (if applicable)	72. SECURED PARTY'S NAME (if applicable)	73. SECURED PARTY'S NAME (if applicable)	74. SECURED PARTY'S NAME (if applicable)	75. SECURED PARTY'S NAME (if applicable)	76. SECURED PARTY'S NAME (if applicable)	77. SECURED PARTY'S NAME (if applicable)	78. SECURED PARTY'S NAME (if applicable)	79. SECURED PARTY'S NAME (if applicable)	80. SECURED PARTY'S NAME (if applicable)	81. SECURED PARTY'S NAME (if applicable)	82. SECURED PARTY'S NAME (if applicable)	83. SECURED PARTY'S NAME (if applicable)	84. SECURED PARTY'S NAME (if applicable)	85. SECURED PARTY'S NAME (if applicable)	86. SECURED PARTY'S NAME (if applicable)	87. SECURED PARTY'S NAME (if applicable)	88. SECURED PARTY'S NAME (if applicable)	89. SECURED PARTY'S NAME (if applicable)	90. SECURED PARTY'S NAME (if applicable)	91. SECURED PARTY'S NAME (if applicable)	92. SECURED PARTY'S NAME (if applicable)	93. SECURED PARTY'S NAME (if applicable)	94. SECURED PARTY'S NAME (if applicable)	95. SECURED PARTY'S NAME (if applicable)	96. SECURED PARTY'S NAME (if applicable)	97. SECURED PARTY'S NAME (if applicable)	98. SECURED PARTY'S NAME (if applicable)	99. SECURED PARTY'S NAME (if applicable)	100. SECURED PARTY'S NAME (if applicable)
---	---	--	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	---

File with Sec. of State of Delaware 5264251 08048307-387 Six attached pages

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM 1001) (REV. 08/2009)

7744866-50-13. MAJ

**UCC FINANCING STATEMENT**

**FOLLOW INSTRUCTIONS CAREFULLY**  
A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Please Return to Michele Nolan  
**CTCORPORATION**  
A WolterKlawer Company  
208 South LaSalle Suite 814  
Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE  
U.C.C. FILING SECTION  
FILED 06:07 PM 01/08/2010  
INITIAL FILING # 2010 0076004

SRV: 100023838

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - (Insert only one debtor name (2a or 2b) - do not abbreviate or combine names)

2a. ORGANIZATION NAME

Passive Asset Transactions, LLC

2b. INDIVIDUAL'S LAST NAME

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

1100 Virginia Drive

See Exhibit A and Annex I attached hereto and made a part hereof for a description of collateral.

A purchase of or security interest in any collateral described in this Financing Statement will violate the rights of the Secured Party.

8. ALTERNATIVE DISBURSMENT OF PROCEEDS	9. COLLATERAL	10. COLLATERAL	11. COLLATERAL	12. COLLATERAL	13. COLLATERAL	14. COLLATERAL	15. COLLATERAL	16. COLLATERAL	17. COLLATERAL	18. COLLATERAL	19. COLLATERAL	20. COLLATERAL	21. COLLATERAL	22. COLLATERAL	23. COLLATERAL	24. COLLATERAL	25. COLLATERAL	26. COLLATERAL	27. COLLATERAL	28. COLLATERAL	29. COLLATERAL	30. COLLATERAL	31. COLLATERAL	32. COLLATERAL	33. COLLATERAL	34. COLLATERAL	35. COLLATERAL	36. COLLATERAL	37. COLLATERAL	38. COLLATERAL	39. COLLATERAL	40. COLLATERAL	41. COLLATERAL	42. COLLATERAL	43. COLLATERAL	44. COLLATERAL	45. COLLATERAL	46. COLLATERAL	47. COLLATERAL	48. COLLATERAL	49. COLLATERAL	50. COLLATERAL	51. COLLATERAL	52. COLLATERAL	53. COLLATERAL	54. COLLATERAL	55. COLLATERAL	56. COLLATERAL	57. COLLATERAL	58. COLLATERAL	59. COLLATERAL	60. COLLATERAL	61. COLLATERAL	62. COLLATERAL	63. COLLATERAL	64. COLLATERAL	65. COLLATERAL	66. COLLATERAL	67. COLLATERAL	68. COLLATERAL	69. COLLATERAL	70. COLLATERAL	71. COLLATERAL	72. COLLATERAL	73. COLLATERAL	74. COLLATERAL	75. COLLATERAL	76. COLLATERAL	77. COLLATERAL	78. COLLATERAL	79. COLLATERAL	80. COLLATERAL	81. COLLATERAL	82. COLLATERAL	83. COLLATERAL	84. COLLATERAL	85. COLLATERAL	86. COLLATERAL	87. COLLATERAL	88. COLLATERAL	89. COLLATERAL	90. COLLATERAL	91. COLLATERAL	92. COLLATERAL	93. COLLATERAL	94. COLLATERAL	95. COLLATERAL	96. COLLATERAL	97. COLLATERAL	98. COLLATERAL	99. COLLATERAL	100. COLLATERAL
--	---------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	----------------	-----------------

File with Sec. of State of Delaware 5264252 08048307-388 3lx attached pages  
FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 08/22/03) 7744366-50-15 H10

**EXHIBIT C**  
**UCC-3 FINANCING STATEMENTS**

1510464 08048307



**EXHIBIT D**  
**PARTIAL RELEASE OF COLLATERAL**

1510464 08048307

## PARTIAL RELEASE OF COLLATERAL

(Pledge of MSRs and Additional Assets  
Under LOC Loan Facility)

May 14, 2010

We hereby reference (i) the Consent and Direction to Release Collateral, dated May 14, 2010, (the "Direction") provided by Ally Financial Inc. (f/k/a GMAC Inc. f/k/a GMAC LLC) ("Ally Financial") pursuant to Section 12.11(b) of the Amended and Restated Loan Agreement (Senior Debt Loan Agreement), dated as of December 30, 2009 (as amended, supplemented, restated or otherwise modified from time to time, the "Senior Debt Loan Agreement") by and among GMAC Mortgage, LLC ("GMACM"), Residential Funding Company, LLC ("RFC" and, together with GMACM, each a "Debtor" and collectively, the "Debtors"), Residential Capital, LLC, a Delaware limited liability company ("ResCap"), and the various other parties signatory thereto as guarantors, the various other parties signatory thereto as obligors, Ally Financial, as the initial lender and as agent for the lenders (in such capacity, together with its successors and assigns in such capacity, the "Lender Agent"), the financial institutions and other Persons that are or may from time to time become parties thereto as lenders and Wells Fargo Bank, N.A., as first priority collateral agent (in such capacity, the "First Priority Collateral Agent"), attached hereto as Exhibit A; (ii) the Officer's Certificates each dated as of May 14, 2010, attached hereto as Exhibit B (collectively, the "Officer's Certificates"); and (iii) the Legal Opinions each dated as of May 14, 2010, attached hereto as Exhibit C (collectively, the "Legal Opinions"). All capitalized terms used and not otherwise defined herein shall have the respective meanings provided to such terms in the Schedule 1.01 to the Senior Debt Loan Agreement.

The First Priority Collateral Agent and the Collateral Control Agent, as directed by the Lender Agent in the Direction, hereby release and terminate all of their liens and security interests and all of their right, title and interest in and to those certain assets of the Relevant Parties (as defined in the Direction) (as applicable) described on Exhibit D attached hereto (the "Released Collateral") and evidenced by the UCC financing statement(s) attached in the Direction as Exhibit B.

Each of the Second Priority Collateral Agent and the Third Priority Collateral Agent, in reliance upon each of the Officer's Certificates and the Legal Opinions hereby release and terminate all of its liens and security interests and all of its right, title and interest in and to the Released Collateral and evidenced by the UCC financing statement(s) attached in each of the Officer's Certificates as Exhibit B.

Reference made in the exhibits attached hereto to the LOC Loan Agreement shall mean that certain Amended and Restated Loan Agreement (Line of Credit Agreement), dated as of December 30, 2009, as amended, amended and restated, supplemented or otherwise modified from time to time, among RFC and GMACM, as borrowers, ResCap, Passive Asset Transactions, LLC, RFC Asset Holdings II, LLC and certain other affiliates of the Debtors as guarantors, and Ally Financial, as initial lender and as agent for the lenders.

1510477 08048307

*Partial Release of Collateral  
(MSRs and Additional Collateral Release)*

IN WITNESS WHEREOF, the undersigned has executed this Partial Release of Collateral as of the date first set forth above.

Wells Fargo Bank, N.A.,  
as First Priority Collateral Agent

By: \_\_\_\_\_  
Name:  
Title:

Wells Fargo Bank, N.A.,  
as Second Priority Collateral Agent

By: \_\_\_\_\_  
Name:  
Title:

Wells Fargo Bank, N.A.,  
as Third Priority Collateral Agent

By: \_\_\_\_\_  
Name:  
Title:

Wells Fargo Bank, N.A.,  
as Collateral Control Agent

By: \_\_\_\_\_  
Name:  
Title:

1510477 08048307

*Partial Release of Collateral  
(MSRs and Additional Collateral Release)*

**EXHIBIT A**  
**CONSENT AND DIRECTION TO RELEASE**

1510477 08048307



**EXHIBIT B**  
**OFFICER'S CERTIFICATES**

1510477 08048307

**EXHIBIT B**  
**OFFICER'S CERTIFICATES**

1510477 08048307

**EXHIBIT C**  
**LEGAL OPINIONS**

1510477 08048307

**EXHIBIT D  
RELEASED COLLATERAL**

All right, title and interest, in, to, and under, whether now or hereafter existing, owned or acquired and wherever located and howsoever created, arising or evidenced, all of the following:

- (a) all Servicing Rights Collateral and all assets, rights or property related thereto;
- (b) all Subject Mortgage Loans and all assets, rights or property related thereto;
- (c) other payments and rights, in each case if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (d) all Deposit Accounts and all Property deposited or carried therein or credited thereto, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (e) all Securities Accounts and all Property, including all Investment Property and Financial Assets, deposited or carried therein or credited thereto, and all permitted investments acquired with funds on deposit in or carried in or credited to such Securities Accounts, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (f) to the extent not included in the foregoing, all agreements, contracts, documents and instruments if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (g) (i) all books, records, writings, data bases, information and other property relating to or evidencing the Servicing Rights Collateral or Subject Mortgage Loans and (ii) all insurance policies, claims and/or insurance proceeds arising out of the loss, nonconformity or any interference with the use of, or any defect or infringement of rights in, or damage to, any of the foregoing, in each case if and to the extent evidencing or related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (h) to the extent not included in the foregoing, all Accounts, Chattel Paper, Commercial Tort Claims, Deposit Accounts, Documents, General Intangibles (including Payment Intangibles), Goods, Instruments, Investment Property, Letter-of-Credit Rights, Letters of Credit, Supporting Obligations, Money and all other personal assets and property of any kind or description, in each case if and to the extent related to the Servicing Rights Collateral or Subject Mortgage Loans;
- (i) all Proceeds, products, offspring, rents, issues, profits and returns of and from, and all distributions on any of the foregoing; and

1510477 08048307



- (j) all rights of each Obligor, if any, in the "Pledged Collateral" as defined in the certain Partial Release of Collateral, dated as of March 16, 2009 and in the "Released Collateral" as defined in those certain Partial Releases of Collateral, dated as of July 1, 2009, September 18, 2009 and December 16, 2009, each executed by the First Priority Collateral Agent, the Second Priority Collateral Agent and the Third Priority Collateral Agent.

When used in this exhibit and unless the context otherwise requires, (a) capitalized terms which are not otherwise defined in this exhibit have the meanings assigned to such terms in the LOC Loan Agreement, the LOC Security Agreement or the Fourth Security Agreement, as applicable; (b) unless otherwise defined in this exhibit, the terms Account, Chattel Paper, Commercial Tort Claims, Deposit Account, Document, Financial Assets, Goods, Instrument, Investment Property, Letter of Credit, Letter-of-Credit Rights, Money, Payment Intangibles, Proceeds, Securities Account and Supporting Obligations have the respective meanings assigned thereto in Article 8 or Article 9 of the UCC (as defined below).

First Priority Collateral Agent means Wells Fargo Bank, N.A. as first priority collateral agent under Senior Debt Loan Agreement.

Fourth Security Agreement means the Amended and Restated Pledge and Security Agreement and Irrevocable Proxy, dated as of December 30, 2009, among the grantors party thereto and Ally Financial Inc. (f/k/a GMAC Inc. f/k/a GMAC LLC).

General Intangibles means, with respect to any Relevant Party, all of such Relevant Party's respective "general intangibles" as defined in the UCC and, in any event, includes (without limitation) all of such Relevant Party's respective licenses, franchises, tax refund claims, guarantee claims, security interests and rights to indemnification.

LOC Security Agreement means the Security Agreement (as defined in the LOC Loan Agreement).

Mortgage File means, with respect to any Mortgage Loan, a file or files pertaining to such Mortgage Loan that contains the mortgage documents pertaining to such Mortgage Loan and any additional mortgage documents pertaining to such Mortgage Loan required by the Lender Agent.

Property means any interest in any kind of property or asset, whether real, personal or mixed, or tangible or intangible, including, without limitation, cash, securities, accounts and contract rights.

Relevant Party means any party signatory to the Request for Collateral Release (Pledge of MSRs and Additional Assets Under LOC Loan Facility) dated May 14, 2010.

Second Priority Collateral Agent means Wells Fargo Bank, N.A. as second priority collateral agent under the 2010 Indenture (as defined in the Senior Debt Loan Agreement).

1510477 08048307

Servicing Contract means any agreement, whether titled a "servicing agreement," a "pooling and servicing agreement," a "sale and servicing agreement," or otherwise, pursuant to which either RFC or GMACM is obligated to perform collection, enforcement or foreclosure services with respect to, or to maintain and remit any funds collected from persons obligated on any mortgage loan or pool of mortgage loans; provided, however that "Servicing Contracts" shall not include any such agreements (a) entered into with the Government National Mortgage Association, the Federal National Mortgage Association or the Federal Home Loan Mortgage Corporation, (b) identifying mortgage loans or pools of mortgage loans owned by either RFC or GMACM or (c) identifying any mortgage loans or pools of mortgage loans transferred (whether absolutely or for security) pursuant to a master repurchase agreement to which either RFC or GMACM is a party.

Servicing Rights means each of RFC's and GMACM's right, title and interest in, to and under each Servicing Contract, whether now or hereafter existing, acquired or created, whether or not yet accrued, earned, due or payable, as well as all other present and future right and interest under such Servicing Contract, including, without limitation, the right (i) to receive the Servicing Fee income (including without limitation, any Uncollected Fees), (ii) to receive reimbursement for any Advances, (iii) any and all Ancillary Income, (iv) to hold and administer the Related Escrow Account Balances, (v) to hold and administer, in accordance with the applicable Servicing Contract, the Related Principal and Interest Custodial Account, the Custodial File, and the Mortgage File arising from or connected to the servicing of such Mortgage Loan and (vi) all proceeds, income, profits, rents and products of any of the foregoing; but with respect to (i)-(vi) above specifically excluding the Excluded Collateral.

Servicing Rights Collateral means (i) the Servicing Rights whether or not yet accrued, earned, due or payable as well as all other present and future rights and interests of RFC or GMACM, as applicable, in such Servicing Rights, (ii) the Servicing Contracts and all rights and claims thereunder, (iii) all books and records, including computer disks and other records, related to the foregoing (but excluding computer programs) and (iv) all monies due or to become due with respect to the foregoing and all Proceeds of the foregoing, but with respect to (i)-(iv) above specifically excluding the Excluded Collateral.

Subject Mortgage Loan means any Mortgage Loan (a) which is identified in a Mortgage Schedule delivered under the LOC Loan Agreement, (b) the carrying value of which is included in the calculation of the borrowing base included in a borrowing base report or a monthly collateral report under the LOC Loan Agreement or (c) which is indicated in a Relevant Party's books and records as having been pledged to the Lender Agent.

Third Priority Collateral Agent means Wells Fargo Bank, N.A. as third priority collateral agent under the 2015 Indenture (as defined in the Senior Debt Loan Agreement).

UCC means the Uniform Commercial Code as in effect from time to time in the State of New York.

1510477 08048307